

Before the
COPYRIGHT ROYALTY JUDGES
LIBRARY OF CONGRESS
Washington, D.C.

In the Matter of:)
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Docket No. 2005-5 CRB DTNSRA

Digital Performance Right in Sound
Recordings and Ephemeral Recordings
For a New Subscription Service

**DECLARATION OF JENNIFER L. ELGIN IN SUPPORT OF THE
DESIGNATION OF RESTRICTED INFORMATION IN THE WITNESS
TESTIMONY AND EXHIBITS SUBMITTED BY SIRIUS SATELLITE RADIO
INC. IN ITS WRITTEN REBUTTAL STATEMENT AND IN
CONNECTION WITH THE SERVICES' JOINT WITNESS SUBMISSION**

1. My name is Jennifer L. Elgin. I am Of Counsel at the law firm Wiley Rein LLP, and outside counsel to Sirius Satellite Radio Inc. ("Sirius"), a party in the above-captioned proceeding. I have personal knowledge of the facts set forth herein.

2. In my capacity as outside counsel for Sirius, I am authorized to submit this declaration on behalf of Sirius.

3. I have reviewed the Redaction Logs for the Witness Testimony and Exhibits Jointly Submitted by Sirius Satellite Radio Inc. and XM Satellite Radio Inc., submitted herewith. At the time this declaration was made, to the best of my knowledge, information and belief, the information identified in the attached Redaction Logs that concerns Sirius or its business meets the definition of "Restricted Information" set out in Paragraph 2 of the December 20, 2006 Protective Order issued by the Judges in this case. I have reasonably determined in good faith that the information identified in these logs

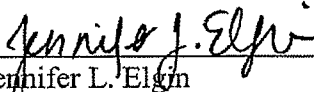
that concerns Sirius or its business is commercial or financial information, the disclosure of which would competitively disadvantage Sirius or provide a competitive advantage to another party.

4. Good cause exists for treating the information identified in the attached Redaction Logs that concerns Sirius and its business as "Protected Materials," as defined in Paragraph 1 of the December 20, 2006 Protective Order issued in this case.

5. I make no representations as to information identified in the Redaction Logs concerning XM Satellite Radio Inc. or its business.

6. I make no representations concerning information about Music Choice, or any other material previously designated as restricted by SoundExchange that is identified in the Redaction Log. This information is included in these logs to preserve the designating party's right to maintain the confidentiality of this information under the Protective Order.

I hereby declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief. Executed this 24th day of July 2007 in Washington, DC.



Jennifer L. Elgin

CERTIFICATE OF SERVICE

I hereby certify that on July 24, 2007, I caused copies of the foregoing
DECLARATION OF JENNIFER L. ELGIN IN SUPPORT OF THE DESIGNATIONS
OF RESTRICTED INFORMATION IN CONNECTION WITH THE SERVICES' JOINT
WITNESS STATEMENTS to be served via overnight courier and email on the following
parties:

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Counsel for XM Satellite Radio Inc.

Handwritten signature of Jennifer L. Elgin, dated 7/25.